

MISSOURI PACIFIC RAILROAD CO.

210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

TEL. AREA CODE 314 622-0123

LAW DEPARTMENT

MARK M. HENNELLY

SENIOR VICE PRESIDENT AND GENERAL COUNSEL

622-2025

JAMES A. HESSE 622-2024
ASSISTANT GENERAL COUNSEL

PATRICK C. MULLEN 622-2022
GENERAL SOLICITOR

ROBERT H. STAHLHEBER 622-2014
CHIEF COMMERCE COUNSEL

DONALD E. MOLLOY 622-2016
JOSEPH J. GAZZOLI 622-2012
WILLIAM G. BARR 622-2866
KIM R. LUTHER 622-2021
GENERAL ATTORNEYS

ARTHUR R. ZAEGEL 622-2015
MICHAEL THOMPSON 622-2011
ASSISTANT GENERAL ATTORNEYS

NINA K. WUESTLING 622-2017
ATTORNEYS

March 9, 1982 RECORDATION NO. 6167-1 Filed 1425

MAR 23 1982 - 1 25 PM

Re: Missouri Pacific Railroad Company
Equipment Trust, Series GG
Dated June 1, 1971
Chemical Bank Trustee
Originally Recorded with ICC
Rec. 6167 - May 27, 1971 - 3:10 p.m.

INTERSTATE COMMERCE COMMISSION

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

No. 6167-1
Date MAR 23 1982
Fee \$ 10.00
ICC Washington, D. C.

Dear Madam:

Enclosed for filing and recording pursuant to Sec. 11303 of the Interstate Commerce Act and 49 Code Fed. Regs. Sec. 1116.1(a), et seq., are four executed counterparts of a Supplemental Lease of Railroad Equipment, dated as of March 9, 1982, between Chemical Bank, Trustee, and Missouri Pacific Railroad Company, supplementing a Lease and Agreement constituting the above Equipment Trust.

The Supplemental Lease, dated as of March 9, 1982, transmitted herewith for filing and recording, covers the following Equipment:

No. of Units

Description

1

100-Ton Airslide Hopper Car(s)
numbered MP 721977

AAR Class or Mechanical Designation LO

The names and addresses of the parties to the transaction set forth in the instrument transmitted herewith for filing and recording are:

Trustee-Lessor: Chemical Bank
55 Water Street
New York, New York 10041

Lessee: Missouri Pacific Railroad Company
210 North 13th Street
St. Louis, Missouri 63103

March 9, 1982

The original Equipment Trust Agreement referred to herein was recorded with the Interstate Commerce Commission on the date and assigned the recordation number specified in the caption hereof.

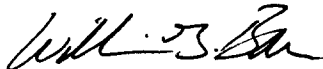
Check or voucher to cover the \$10 recording and filing fee is furnished herewith.

Upon filing and recording of the enclosed instrument, three counterparts thereof, showing thereon the Commission's recordation data, should be returned to:

Ms. Judy C. Durand, Vice President
Missouri Pacific Railroad Company
Suite 1203 - 1825 K Street, N.W.
Washington, D.C. 20006
Telephone: (202) 628-7258

who will arrange to call for same upon telephone advice that recordation has been accomplished.

Very truly yours,



William G. Barr

WGB:aes

Enclosures: Supplemental Lease (4)
Check or voucher for \$10 recordation fee

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

Missouri Pacific Railroad Equipment Trust, Series GG
Equipment Trust Agreement Consisting of Agreement
And Lease of Railroad Equipment, Dated June 1, 1971
(Original I.C.C. Rec. No. 6167)

RECORDATION NO. 6167-1
Filed 1425

MAR 23 1982-1 55 Pm
INTERSTATE COMMERCE COMMISSION

This SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT, dated as of March 9, 1982, between CHEMICAL BANK, a New York corporation, Trustee (hereinafter called the Trustee), and MISSOURI PACIFIC RAILROAD COMPANY, a Delaware corporation (hereinafter called the Railroad):

WHEREAS, the Equipment Trust Agreement identified in the caption hereof, originally entered into between the Trustee and the Railroad's predecessor in interest as of the date specified in the caption hereof, is now in effect between the Trustee and the Railroad, and provides for the leasing by the Trustee to the Railroad of certain Trust Equipment as defined and on the terms set forth in said Equipment Trust Agreement; and

WHEREAS, there is now on deposit with the Trustee \$87,389.27 representing the Fair Value (determined as provided in the Equipment Trust Agreement) of Trust Equipment heretofore destroyed or sold and released; and

WHEREAS, the Railroad desires to replace said Trust Equipment so destroyed or sold and released with new standard-gauge railroad Equipment of substantially as good material and construction and of value (determined as provided in the Equipment Trust Agreement) at least equal to the Fair Value of the Trust Equipment so destroyed or sold and released, and has requested and herewith requests the Trustee to apply the amount so deposited and any other available Deposited Cash or Replacement Funds (to the extent necessary) to or toward the purchase of replacement Trust Equipment as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and pursuant to the terms of the Lease, the parties agree:

1. The Trust Equipment as defined and described in the Lease included in said Equipment Trust shall include the following new standard-gauge railroad Equipment:

<u>No. of Units</u>	<u>Description</u>	<u>Est. Cost and Fair Value</u>
1	100-Ton Airslide Hopper Car(s) numbered MP 721977	\$64,800.00

which railroad Equipment shall hereafter constitute and be a part of the Trust Equipment of the Equipment Trust referred to herein, as fully and completely as though it had been part of the original Trust Equipment and subject to all the terms and conditions of said Equipment Trust.

2. This Supplemental Lease is subject to all the terms, covenants, provisions and conditions of the Equipment Trust referred to in the caption hereof, and shall be binding upon the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee and the Railroad have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

ATTEST:

C. J. Martin
Assistant Secretary

CHEMICAL BANK

By

F. J. Lane
Senior Trust Officer

ATTEST:

A. J. Kead
Assistant Secretary

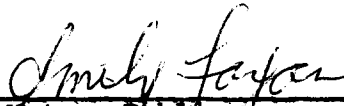
MISSOURI PACIFIC RAILROAD COMPANY

By

L. W. Matthews
Vice President-Finance

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 18th day of March, 1982, before me personally appeared
F. J. FARRELL, to me personally known, who being by me
duly sworn, says that he is a Senior Trust Officer of CHEMICAL BANK, that one
of the seals affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf of said cor-
poration by its Board of Directors, and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.




Notary Public

EMILY FAYAN
Notary Public, State of New York
No. 24-4737006
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1983

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 9th day of March, 1982, before me personally appeared L. W. Matthews,
III, to me personally known, who, being by me duly sworn, says that he is Vice
President-Finance of MISSOURI PACIFIC RAILROAD COMPANY, that one of the seals
affixed to the foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said corporation by au-
thority of its Board of Directors, and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.



Joann Sanders, Notary Public
State of Missouri, City of St. Louis

My Commission expires September 10, 1982.

JOANN SANDERS
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES SEPT. 10, 1982
CITY OF ST. LOUIS

MISSOURI PACIFIC RAILROAD COMPANY

LAW DEPARTMENT

210 North 13th Street
St. Louis, Missouri 63103

DWIGHT W. MILLER
General Solicitor
(314) 622-2025
JAMES A. HESSE
Assistant General Solicitor
(314) 622-2022
JAMES H. DURKIN
General Attorney
(314) 622-2866
DONALD E. MOLLOY
General Attorney
(314) 622-2016



REGISTRATION NO. 6167 Filed 1425

AUG 1 1986 -11 00 AM

UNION PACIFIC SYSTEM

INTERSTATE COMMERCE COMMISSION

July 28, 1986

MITCHELL F. STEVENS
General Attorney
(314) 622-2440
NINA K. WUESTLING
General Attorney
(314) 622-2017
PAUL J. M. RUTTERER
Assistant General Attorney
(314) 622-2024

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

No. 6-213A010
Date AUG 1 1986
Fee \$ 10.00
ICC Washington, D. C.

Missouri Pacific Railroad Equipment Trust, Series GG
Dated as of June 1, 1971; ICC Recordation No. 6167

Dear Mr. Bayne:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act and 49 C.F.R. §1177.1 et seq., are four executed counterparts of a Release and Satisfaction and Bill of Sale, dated as of June 1, 1986, executed by Chemical Bank, as Trustee under the Equipment Trust, Series GG, originally dated and recorded as specified in the caption hereof. The enclosed instrument releases from the above Equipment Trust all railroad equipment which is subject to the Trust.

Missouri Pacific Railroad Company's voucher #871484, dated July 25, 1986, to cover the \$10.00 recording and filing fee is attached. Upon filing and recording of the Release and Satisfaction and Bill of Sale, please return to the undersigned two counterparts marked with the Commission's recordation stamp.

Very truly yours,

Paul J. M. Rutterer

Enclosures

cc: Mr. R. G. Webber
Manager-Portfolio & Treasury Operations
Union Pacific Corporation
345 Park Avenue
New York, New York 10154

ICC OFFICE OF
THE SECRETARY
AUG 1 10 56 AM '86
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

8/1/86

Paul J. M. Rutterer
Missouri Pacific Railroad Co.
210 North 13th St.
St. Louis, Missouri 63103

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/1/86 at 11:00am, and assigned re-recording number(s). 6167-H Released

Sincerely yours,

Norata R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)